

EXHIBIT Z

Catherine Rivera

From: Jay Well [jwell@golawintl.com]
Sent: Friday, December 08, 2006 11:04 AM
To: hwarner@ebiosafe.com; rtrumpy@ebiosafe.com; msosnowl@optonline.net;
mcs@barronpartners.com; mcj@barronpartners.com; abw@barronpartners.com;
dbukzin@mkllp.com; rradoovich@mkllp.com; ALevitsky@srff.com;
fred_fitzsimmons@msn.com; connally1@comcast.net; hkatz28@aol.com
Cc: Darren L. Ofsink
Subject: Lab123, Inc.
Attachments: Amendment No. 2 to SB-2 120106.rtf; Response to SEC Comment Letter 120806 draft.doc;
Comparison of Amendment No. 2 120706 draft vs. Amendment No. as filed with SEC.doc;
Signature Page for Amendment No. 2.pdf

Attached are two copies of a draft of Amendment No. 2 to the Registration Statement on Form SB-2. One copy has been marked to show all changes made from Amendment No. 1 filed with the SEC. Also attached is a draft of a letter responding to each of the comments in the SEC comment letter dated December 1, 2006.

Finally, I have attached a signature page for each of the Company's directors to sign (anywhere near or above your name is fine), and return to me to indicate their approval of the filing of the amendment. The actual signed signature page will not be filed with the SEC.

Please contact me with any comments or questions you have on the attached material. My plan is at the end of the day today to send the amendment to be Edgarized and to circulate the Edgarized version to those who want it on Monday. We also hope to file Monday

Very truly yours,

Jay Well, Esq.
GUZOV OFSINK, LLC
600 Madison Avenue, 14th Floor
New York, New York 10022
Telephone 212-371-8008, ext. 104
Facsimile 212-688-7273
jwell@golawintl.com
www.golawintl.com

In accordance with Internal Revenue Service Circular 230, we advise you that unless otherwise expressly stated, any discussion of a federal tax issue in this communication or in any attachment is not intended to be used, and it cannot be used, for the purpose of avoiding federal tax penalties.

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9/13/2007

PL 00474

EXHIBIT AA

REDACTED

From: Kent Connally [mailto:connally1@comcast.net]
Sent: Wednesday, March 28, 2007 1:52 PM
To: Andrew B. Worden; 'Henry Warner'
Cc: 'Jack Maggiore'; hkat28@aol.com; 'Michael Carney'; 'Robert Trumpy'; 'Jay Well'; 'Jeremy Warner'; 'Heuberger, John H.'; 'Matt Samuel'; onf@barronpartners.com; mcj@barronpartners.com
Subject: Re: Lab123 Follow-up

Kent B. Connally, Esq.
1624 South Syracuse Street
Denver, Colorado 80231
Ph/303-751-6059 Fax/720--294-0327
March 28, 2007

Mr. Worden,

I have been a practicing attorney for over 30 years. As you may imagine, in my profession, I deal with people in a wide variety of circumstances. Quite often those circumstances have included disputes well in excess of two million dollars. I have never hung up on anyone. To let anger get the best of me would be, at the very least, unproductive and unprofessional.

I view your dispute with Mr. Warner as a business disagreement between a shareholder of the company for which I serve as a Director and the controlling shareholder and CEO of the parent company. The fact that you can become so 'incensed' over business disagreements to twice lose your temper to such a degree is disturbing to me. If you were a client of mine, I would counsel you that such conduct is generally counter-productive, causing vastly more problems than it can hope to resolve. The greatest problem it invariably occasions is a future lack of communication. Surely, you must agree that such actions serve no productive purpose.

The business relationship between Lab123 and Biosafe Medical Technologies is critically important to the existence of Lab123. As a Director of Lab123, I recognize that the company, and its Directors, need to maintain a close and supportive business relationship with Biosafe Medical Technologies. It would be inappropriate to place myself in any other position, not to mention a severe conflict of interest.

Accordingly, please take me off your email list when you attempt to rationalize your irrational conduct with Mr.

PL 02167

9/12/2007

Warner. Although I welcome productive interaction with the company's shareholders and am more than willing to make myself available (in the due course of business) for such, I cannot, and will not, become embroiled in temper tantrums. Your attempt to solicit my support for yours is as inappropriate as your outbursts with Mr. Warner.

Thank you for your consideration of my position as a Director.

Sincerely,

Kent B. Connally

----- Original Message -----

From: Andrew B. Worden

To: 'Henry Warner'

Cc: 'Jack Maggiore'; hkat28@aol.com; 'Kent Connally'; 'Michael Carney'; 'Robert Trumpy'; 'Jay Weil'; 'Jeremy Warner'; 'Heuberger, John H.'; 'Matt Samuel'

Sent: Wednesday, March 28, 2007 7:20 AM

Subject: RE: Lab123 Follow-up

Hank,

If you treat us professionally we will treat you professionally. To threaten us saying you want us to waive our ratchet provision (which occurs because you missed your numbers, which we still can't understand how you missed considering when we did the deal you told us the earnings were already there, it was simply a matter of running them through the new Lab 123 Company, so how could you possibly have missed them? hmmm) OR ELSE you will not put in the Kellogg's business, which you promised to us before put in, is not professional.

I should not hang up on anyone, and don't like to behave like that, but I can count on one hand in my lifetime when I have been threatened so unprofessionally, and this made me so incensed that I lost it. Perhaps you need to consider why two CEOs have quit so quickly? If you are pointing a finger at someone else, how many are pointing back at you? Three.... think about it. Maybe Hank's perception of reality is a little off from the one we see?

If you want to do business with us, you must live up to your word. If you live up to your word I won't hang up on you, fair enough?

If you live up to your word and do what you say we will be your best ally and friend. Please take the time to read what the CEOs and CFOs of other companies we have invested in say about us by reading the testimonials on our web site. Our reputation is impeccable. Please don't shoot yourself in the foot.

If you can't live up to your word then give us our \$2,000,000 back and we'll gladly part ways.

Andrew Barron Worden
Managing Partner
Barron Partners LP
730 Fifth Avenue, 25th Floor
New York NY 10019
tel 212-359-0201
Fax 212-359-0222
cell 917-854-0036
abw@barronpartners.com

Please review our web site at: www.barronpartners.com

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From: Henry Warner [<mailto:hwarner@ebiosafe.com>]

Sent: Wednesday, March 28, 2007 8:46 AM

To: Andrew B. Worden; Matt Samuel

PL 02168

9/12/2007

Cc: Jack Maggiore; hkatz28@aol.com; Kent Connally; Michael Carney; Robert Trumpy; Jay Weil; Jeremy Warner
Subject: Lab123 Follow-up

Andrew and Matt:

During our brief telephone call yesterday afternoon, Andrew claimed that the Kellogg account had been committed to Lab123 as part of the negotiations between BIOSAFE Labs and Barron in creating Lab123. Unfortunately, Rob's mother is dying from cancer and he is out this week spending time with her. As soon as he returns, I will ask Rob to investigate this claim.

Clearly, Kellogg is not covered by the license agreement between BIOSAFE and Lab123. I will not recount the reasons again here. However, if Kellogg was committed to Lab123 back when forecasts were being created in the fall of 2006, BIOSAFE will honor that commitment. Personally, I would like to see Kellogg as a Lab123 account as I believe it will enhance the overall value of the company significantly.

BIOSAFE Labs remains committed to the success of Lab123 and will be providing full time, senior level, experienced staff on a temporary basis until a new President can be identified, approved by all appropriate parties and hired. This will ensure the successful operation of all existing accounts including Revolution health, Drugstore.com, and possibly Kellogg.

Finally, Andrew terminated our call yesterday by hanging up on me. This is the second time this has happened in recent months. There will not be an opportunity for a third such occurrence.

Hank Warner

Henry A. Warner
Chief Executive Officer
BIOSAFE Medical Technologies, Inc.
847-234-8111

No virus found in this incoming message.

Checked by AVG Free Edition.

Version: 7.5.446 / Virus Database: 268.18.18/734 - Release Date: 3/26/2007 2:31 PM

PL 02169

9/12/2007

EXHIBIT BB

As filed with the Securities and Exchange Commission on _____, 2006
File No. 333-

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM SB-2

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

LAB123, INC.

(Name of small business issuer in its charter)

Delaware
(State or jurisdiction of
incorporation or organization)

2835
(Primary Standard Industrial
Classification Code Number)

45-0542515
(IRS Employer Identification No.)

**233 Narragansett Avenue
Lawrence, New York 11559**

()
(Address and telephone number of principal executive offices and principal place of business)

Michael Sosnowik
President and Chief Executive Officer
Lab123, Inc.

**233 Narragansett Avenue
Lawrence, New York 11559
(516) 837-9876**

(Name, address, and telephone number, of agent for service)

Copy to:
Darren Ofsink, Esq.
Guzov Ofsink, LLC
600 Madison Avenue
New York, New York 10022
(212) 371-8008

Approximate date of commencement of proposed sale to the public: as soon as practical after the registration statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. ☐

As filed with the Securities and Exchange Commission on November __, 2006
File No. 333-137545

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

**PRE-EFFECTIVE AMENDMENT NO. 1 TO
FORM SB-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

LAB123, INC.

(Name of small business issuer in its charter)

Delaware
(State or jurisdiction of
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(Primary Standard Industrial Classification
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President and Chief Executive Officer
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Lawrence, New York 11559
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As filed with the Securities and Exchange Commission on December ____, 2006
File No. 333-137545

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

PRE-EFFECTIVE AMENDMENT NO. 2 TO
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LAB123, INC.

(Name of small business issuer in its charter)

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If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. ☐

EXHIBIT CC

From: Henry Warner [hwarner@ebiosafe.com]
Sent: Friday, May 04, 2007 4:45 PM
To: Ernest Azua; Kent Connally; hkatz28@aol.com; Jay Weil; Michael Carney; Leonardo G. Zangani
Cc: Andrew B. Worden; Matt Samuel
Subject: Lab123
Gentlemen:

As you know, Barron as asked to be bought out of their investment in Lab123. To this end, we had retained an advisor to accomplish this request and have already had one indication of interest from one party.

We expect to have this completed during the month of May. Next week we will provide a contact at the consulting firm to keep you up to date on our progress.

Henry Warner

Henry A. Warner
Chief Executive Officer
BIOSAFE Medical Technologies, Inc.
847-234-8111

Catherine Rivera

From: Andrew B. Worden [abw@barronpartners.com]
Sent: Wednesday, March 28, 2007 9:20 AM
To: 'Henry Warner'
Cc: 'Jack Magglore'; hkatz28@aol.com; 'Kent Connally'; 'Michael Carney'; 'Robert Trumpy'; 'Jay Well'; 'Jeremy Warner'; 'Heuberger, John H.'; 'Matt Samuel'
Subject: RE: Lab123 Follow-up

Hank,

If you treat us professionally we will treat you professionally. To threaten us saying you want us to waive our ratchet provision (which occurs because you missed your numbers, which we still can't understand how you missed considering when we did the deal you told us the earnings were already there, it was simply a matter of running them through the new Lab 123 Company, so how could you possibly have missed them? hmmm) OR ELSE you will not put in the Kellogg's business, which you promised to us before put in, is not professional.

I should not hang up on anyone, and don't like to behave like that, but I can count on one hand in my lifetime when I have been threatened so unprofessionally, and this made me so incensed that I lost it. Perhaps you need to consider why two CEOs have quit so quickly? If you are pointing a finger at someone else, how many are pointing back at you? Three.... think about it. Maybe Hank's perception of reality is a little off from the one we see?

If you want to do business with us, you must live up to your word. If you live up to your word I won't hang up on you, fair enough?

If you live up to your word and do what you say we will be your best ally and friend. Please take the time to read what the CEOs and CFOs of other companies we have invested in say about us by reading the testimonials on our web site. Our reputation is impeccable. Please don't shoot yourself in the foot.

If you can't live up to your word then give us our \$2,000,000 back and we'll gladly part ways.

Andrew Barron Worden
Managing Partner
Barron Partners LP
730 Fifth Avenue, 25th Floor
New York NY 10019
tel 212-359-0201
Fax 212-359-0222
cell 917-854-0036
abw@barronpartners.com

Please review our web site at: www.barronpartners.com

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From: Henry Warner [mailto:hwarn@ebiosafe.com]
Sent: Wednesday, March 28, 2007 8:46 AM
To: Andrew B. Worden; Matt Samuel
Cc: Jack Magglore; hkatz28@aol.com; Kent Connally; Michael Carney; Robert Trumpy; Jay Well; Jeremy Warner
Subject: Lab123 Follow-up

Andrew and Matt:

During our brief telephone call yesterday afternoon, Andrew claimed that the Kellogg account had been committed to Lab123 as part of the negotiations between BIOSAFE Labs and Barron in creating Lab123.

9/18/2007

PL 00007

Unfortunately, Rob's mother is dying from cancer and he is out this week spending time with her. As soon as he returns, I will ask Rob to investigate this claim.

(Clearly, Kellogg is not covered by the license agreement between BIOSAFE and Lab123. I will not recount the reasons again here. However, if Kellogg was committed to Lab123 back when forecasts were being created in the fall of 2006, BIOSAFE will honor that commitment. Personally, I would like to see Kellogg as a Lab123 account as I believe it will enhance the overall value of the company significantly.

BIOSAFE Labs remains committed to the success of Lab123 and will be providing full time, senior level, experienced staff on a temporary basis until a new President can be identified, approved by all appropriate parties and hired. This will ensure the successful operation of all existing accounts including Revolution health, Drugstore.com, and possibly Kellogg.

Finally, Andrew terminated our call yesterday by hanging up on me. This is the second time this has happened in recent months. There will not be an opportunity for a third such occurrence.

Hank Warner

Henry A. Warner
Chief Executive Officer
BIOSAFE Medical Technologies, Inc.
847-234-8111

9/18/2007

PL 00008

Catherine Rivera

From: Jay Weil [jweil@golawintl.com]
Sent: Thursday, March 22, 2007 8:17 AM
To: Matt Samuel
Subject: FW: Transfer Agent

Matt:

This is what I had sent to Rob Trumpy of Lab123 last month. I copied you on the e-mail.

As I told you a few days ago, I have followed up on this with Rob several times. He knows that you are pushing to get this done. Please follow up directly with Rob on this as I am just a middle man.

Very truly yours,

Jay Weil, Esq.
GUZOV OFSINK, LLC
600 Madison Avenue, 14th Floor
New York, New York 10022
Telephone 212-371-8008, ext. 104
Facsimile 212-688-7273
jweil@golawintl.com
www.golawintl.com

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From: Jay Weil
Sent: Friday, February 23, 2007 11:13 AM
To: 'rtrumpy@ebiosafe.com'
Cc: 'Henry Warner'; 'Matt Samuel'; 'Rebecca Baum'
Subject: Transfer Agent

I agree with the implication in Matt Samuels' e-mail that it is time for Lab123 to select a transfer agent.

I am setting forth below contact information for two companies which I suggest you contact for comparative pricing and service information. Once you select one there will be an application to complete. We would be happy to assist you in the process.

Continental Stock Transfer & Trust Company, 17 Battery Place, New York, New York 10004 Attn: Felix Orihuela
Phone: 212-845-3215 e-mail: forihuela@continentalstock.com

Interwest Transfer Company, 1981 East Murray Holladay Road, Suite 100, P.O. Box 17136, Salt Lake City, Utah

9/13/2007

PL 00009

84117 Attn: Lorraine Smith or Melinda Orth Phone:801-272-9294 e-mail:Melinda@interwesttc.com

Very truly yours,

Jay Weil, Esq.
GUZOV OFSINK, LLC
600 Madison Avenue, 14th Floor
New York, New York 10022
Telephone 212-371-8008, ext. 104
Facsimile 212-688-7273
jweil@golawintl.com
www.golawintl.com

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9/13/2007

PL 00010

Catherine Rivera

From: Jay Weil [jwell@golawintl.com]
Sent: Friday, February 23, 2007 11:13 AM
To: rtrumpy@ebiosafe.com
Cc: Henry Warner; Matt Samuel; Rebecca Baum
Subject: Transfer Agent

I agree with the implication in Matt Samuels' e-mail that it is time for Lab123 to select a transfer agent.

I am setting forth below contact information for two companies which I suggest you contact for comparative pricing and service information. Once you select one there will be an application to complete. We would be happy to assist you in the process.

Continental Stock Transfer & Trust Company, 17 Battery Place, New York, New York 10004 Attn: Felix Orihuela
Phone: 212-845-3216 e-mail: forlhuela@continentalstock.com

Interwest Transfer Company, 1981 East Murray Holladay Road, Suite 100, P.O. Box 17136, Salt Lake City, Utah 84117 Attn: Lorraine Smith or Melinda Orth Phone: 801-272-9294 e-mail: Melinda@interwesttc.com

Very truly yours,

Jay Weil, Esq.
GUZOV OPSINK, LLC
600 Madison Avenue, 14th Floor
New York, New York 10022
Telephone 212-371-8008; ext. 104
Facsimile 212-688-7273
jwell@golawintl.com
www.golawintl.com

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9/13/2007

PL 00021

Catherine Rivera

From: Jay Well [jwell@golawintl.com]
Sent: Tuesday, September 19, 2006 4:49 PM
To: Matt Samuel
Cc: hwarnner@eblosafe.com; rtrumpy@eblosafe.com
Subject: RE: Lab123 Inc.

Yes, we should be getting a sign-off later today

Very truly yours,

Jay Weil, Esq.
GUZOV OFSINK, LLC
600 Madison Avenue, 14th Floor
New York, New York 10022
Telephone 212-371-8008, ext. 104
Facsimile 212-688-7273
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www.golawintl.com

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From: Matt Samuel [mailto:mcs@barronpartners.com]
Sent: Tuesday, September 19, 2006 4:47 PM
To: Jay Well
Subject: RE: Lab123 Inc.

Are the audits ready?

Matthew C T Samuel
Junior Analyst
Barron Partners LP
730 Fifth Avenue, 25th Floor
New York, NY 10019
tel: 212-359-0205
fax: 212-359-0222
mcs@barronpartners.com
www.barronpartners.com

From: Jay Well [mailto:jwell@golawintl.com]
Sent: Tuesday, September 19, 2006 4:45 PM
To: mcs@barronpartners.com

9/13/2007

PL 00025

Cc: hwarner@ebiosafe.com; rtrumpy@ebiosafe.com
Subject: Lab123 Inc.

Hopefully, we will be in a position to break escrow tomorrow. I have attached a draft of instructions to the escrow agent which I propose that we send when we are ready. Please let me have any comments you may have.

Very truly yours,

Jay Weil, Esq.
GUZOV OFSINK, LLC
600 Madison Avenue, 14th Floor
New York, New York 10022
Telephone 212-371-8008, ext. 104
Facsimile 212-688-7273
jweil@golawintl.com
www.golawintl.com

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9/13/2007

PL 00026

Catherine Rivera

From: Henry Warner [hwarner@eblosafe.com]
Sent: Thursday, August 10, 2006 8:37 AM
To: Matt Samuel; Robert Trumpy; Andrew B. Worden
Cc: Jay Well; Darren L. Ofsink; DBUKZIN@MKLLP.COM; Leonardo G. Zangani; David Fleisher
Subject: RE: Late Concerns

Matt:

Our intension has always been to hire a totally independent operating staff for Lab123, people experienced in retail sales and appropriate to the mission statement of the company. To that end, we had attempted to negotiate a fair and attractive agreement for Mary Rodino, but at the 11th hour (Monday), she required that we remove language that would permit termination of her agreement based on performance. We expect our executives to be held accountable for their company's performance and therefore, discontinued our efforts with Mary on Monday. Our commitment to hire an experienced, independent senior executive has never wavered. We have other candidates that we believe would do an excellent job and if you would like to participate in the interview process, we can arrange for you to meet with candidates.

The only BIOSAFE employee intending to transfer to Lab123 is John Kramer who presently handles sales to the retail channels including Walgreen's, Osco, Albertsons, etc. We do not know if this assignment should be permanent but would certainly continue for the first year to smooth transition. We may make John (who has been with BIOSAFE for approximately 8 years) the interim president of Lab123 for the first period until a permanent president is selected. It may be more efficient for you to meet with John during your visit to us than to participate in the selection process of the permanent president but that choice is yours.

Regarding Lab123's independence from BIOSAFE, we, like Barron, would prefer not to even hold a Board seat. We would prefer that our ownership be in the form of a convertible (we do not require preference as found in your preferred convertible). We believe, as you do, that Lab123 must operate totally independent of BIOSAFE. While Lab123 will have access to all the suppliers BIOSAFE uses to build its kits, it probably make more economic sense, at least in the beginning, to piggy-back off BIOSAFE volume production. There is also no requirement that Lab123 issue its products under the BIOSAFE brand. Lab123 is free to re-brand the products, acquire non-competing products from others without restriction. This should be no different that Hertz buying the cars it rents from GM rather than building the cars itself, although it always has the option to do so. Just as GM is a significant vendor to Hertz, BIOSAFE will or can be significant vendor to Lab123.

Regarding the future staffing of Lab123, we intend to leave that to the President and his board. The financial projections give an indication of anticipated positions.

Regarding options on future products, options are always available at a price.

Finally, since we airing late stage concerns, paragraph 6.1.6.2 causes me significant concern. It seems that paragraph 6.1.6.1 confirms and validates the run rate of \$1.9M (a small reach over the \$1.85 in the LOI). On the other hand, paragraph 6.1.6.2 requires a guarantee not of a historical rate but rather of a 3.1% monthly, compounded growth rate for an additional 12 months based on the historical \$1.9M base amount. Further, the doubling of the price adjustments in 6.1.2.1 and 6.1.2.2 punishes the firm twice for the single error of failing to enjoy a \$1.85M run rate on date certain. - September, 2006.

Matt, in our experience, contract negotiations typically occur when due diligence is complete. Please forgive our surprise when you were unable to execute the agreement on Tuesday and required time to complete your site visit and further due diligence. Now that we understand, our staff stands ready to assist you in anyway possible as you complete your efforts. Further, our lawyers, accountants and others stand ready to begin the preparation of the SB2 and Audit as soon as an agreement is signed.

Please let me know if I can be of further service.

9/18/2007

PL 00035

Hank

Henry A. Warner
Chief Executive Officer
BIOSAFE Medical Technologies, Inc.
847-234-8111

From: Matt Samuel [mailto:mcs@barronpartners.com]
Sent: Wednesday, August 09, 2006 6:33 PM
To: Robert Trumpy; Henry Warner
Subject: Late Concerns

Hank and Rob,

In our internal discussions we have come up against a few potential issues for Lab123, which can be hopefully ironed out quickly.

1. We need to know that Lab123 will be fully independent of Biosafe. There can not be a perception in the market that Lab123 is beholden to Biosafe in terms of product development. That being said, we would like to see at least a plan or preliminary agreement to receive products from another supplier. This would not hurt Biosafe in any way while increasing the value of Lab123.
2. Can Lab123 get a right of first refusal to sell all new Biosafe diagnostic products?
3. We need to meet a CEO. We do not need an employment agreement in place to meet with the potential CEO, but if there is no management, what would we be investing in?
4. Who will the remainder of Lab123 employees be? Who are the executives? Will they be related to Biosafe in anyway? Completely new hires? How long to staff the company?

Thank you for your time and patience.

Regards,

Matthew C T Samuel
Junior Analyst
Barron Partners LP
730 Fifth Avenue, 25th Floor
New York, NY 10019
tel: 212-359-0205
fax: 212-359-0222
mcs@barronpartners.com
www.barronpartners.com

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9/18/2007

PL 00036

Catherine Rivera

From: Henry Warner [hwarner@ebiosafe.com]
Sent: Monday, August 07, 2006 7:42 AM
To: Andrew B. Worden; Matt Samuel
Cc: Darren L. Ofekink; Jay Weil; Robert Trumpy; David Fleisner; Leonardo G. Zangani
Subject: Lab123

Andrew and Matt:

Can we set a conference call for today – perhaps 10:00AM Chicago time (11:00 NY time)? I am concerned that we have made very little progress in the last weeks, have spent some \$7,000 on legal and understand that there is now a question on valuation. Perhaps a call can resolve any remaining issues and move this project forward.

One quick word on valuation: My understanding is the Barron protects itself against downside valuation movement with its paragraph 6.16. You should also be aware that Kellogg is preparing to announce that Lab123 has been selected as its marketing partner for the Smart Start™ brand for 2007. We have been advised that the initial Purchase Order will be for 500,000 Cholesterol Panels to be delivered in Q4, 2006. So, pending arrival of this order, we also have valuation concerns but no mechanism for our protection. Please note: The Kellogg marketing plan is confidential until they announce.

Look forward to talking.

Hank

Henry A. Warner
Chief Executive Officer
BIOSAFE Medical Technologies, Inc.
847-234-8111

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9/19/2007

PL 00037

Catherine Rivera

From: Henry Warner [hwarner@ebiosafe.com]
Sent: Monday, August 07, 2006 7:42 AM
To: Andrew B. Worden; Matt Samuel
Cc: Darren L. Ofsink; Jay Well; Robert Trumpy; David Fieisner; Leonardo G. Zangani
Subject: Lab123

Andrew and Matt:

Can we set a conference call for today -- perhaps 10:00AM Chicago time (11:00 NY time)? I am concerned that we have made very little progress in the last weeks, have spent some \$7,000 on legal and understand that there is now a question on valuation. Perhaps a call can resolve any remaining issues and move this project forward.

One quick word on valuation: My understanding is the Barron protects itself against downside valuation movement with its paragraph 6.16. You should also be aware that Kellogg is preparing to announce that Lab123 has been selected as its marketing partner for the Smart Start™ brand for 2007. We have been advised that the initial Purchase Order will be for 500,000 Cholesterol Panels to be delivered in Q4, 2006. So, pending arrival of this order, we also have valuation concerns but no mechanism for our protection. Please note: The Kellogg marketing plan is confidential until they announce.

Look forward to talking.

Hank

Henry A. Warner
Chief Executive Officer
BIOSAFE Medical Technologies, Inc.
847-234-8111

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9/19/2007

PL 00040

Catherine Rivera

From: Jay Weil [jweil@golawintl.com]
Sent: Thursday, August 03, 2006 2:17 PM
To: Matt Samuel
Subject: RE: Lab123 Info

Where do we stand at this point? I was told that you guys moved very quickly. What, if anything else, do you need from Lab123?

Very truly yours,

Jay Weil, Esq.
GUZOV OFSINK, LLC
600 Madison Avenue, 14th Floor
New York, New York 10022
Telephone 212-371-8008, ext. 104
Facsimile 212-688-7273
jweil@golawintl.com
www.golawintl.com

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From: Matt Samuel [mailto:mcs@barronpartners.com]
Sent: Thursday, July 27, 2006 10:08 AM
To: 'Robert Trumpy'; 'Henry Warner'
Cc: Jay Weil; 'Andrew Worden'
Subject: Lab123 Info

Rob and Hank,
In order to close on the Lab123 deal, we are going to need more proof of revenue. We have your schedule of customers, but since the numbers are unaudited, we have no way to verify that these are accurate. If you could please supply me with invoices and proof of payments for your customers, it would go a long way toward getting this deal sealed up. Thank you for your help.

Regards,

Matthew C T Samuel
Junior Analyst
Barron Partners LP
730 Fifth Avenue, 25th Floor
New York, NY 10019
tel: 212-359-0205
fax: 212-359-0222

9/13/2007

PL 00041

mcs@barronpartners.com
www.barronpartners.com

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9/13/2007

PL 00042

Catherine Rivera

From: Henry Warner [hwarner@ebiosafe.com]
Sent: Monday, July 31, 2006 7:41 AM
To: Matt Samuel
Cc: dofsink@golawintl.com; jweil@golawintl.com; Robert Trumpy; David Fleisner; Jeremy Warner; DBUKZIN@MKLLP.COM
Subject: RE: country south (aka national diabetes product retailer)

Thanks, Matt:

Also, anything you can do to finalize the Lab123 paperwork would be appreciated. My weekend emails are from attorneys that want to complete the SB2 paperwork, the accountants that want to complete the audit and from my brand managers from cholesterol and glucose who want to know if they should write their orders with Kellogg Smart Start cereal (500,000 cholesterol tests) and GNC stores (initial order) with Lab123. Thanks for the help.

Safe travels.

Hank

Henry A. Warner
Chief Executive Officer
BIOSAFE Medical Technologies, Inc.
847-234-8111

From: Matt Samuel [mailto:mcs@barronpartners.com]
Sent: Friday, July 28, 2006 6:01 PM
To: Henry Warner
Subject: RE: country south (aka national diabetes product retailer)

Hank,

I will get you in touch next week when I get back from California.

Matthew C T Samuel
Junior Analyst
Barron Partners LP
730 Fifth Avenue, 25th Floor
New York, NY 10019
tel: 212-359-0205
fax: 212-359-0222
mcs@barronpartners.com
www.barronpartners.com

From: Henry Warner [mailto:hwarner@ebiosafe.com]
Sent: Friday, July 28, 2006 1:17 PM
To: Matt Samuel
Subject: RE: country south (aka national diabetes product retailer)

Matt:

9/19/2007

This looks interesting to us. How do we proceed?

Hank

Henry A. Warner
Chief Executive Officer
BIOSAFE Medical Technologies, inc.
847-234-8111

From: Matt Samuel [mailto:mcs@barronpartners.com]
Sent: Thursday, July 20, 2006 1:56 PM
To: Henry Warner
Subject: FW: country south (aka national diabetes product retailer)

Henry,

This deal just came across the desk, just for future reference, would you guys ever be interested in an acquisition such as this? Let me know so we can keep out eye out for future opportunities for Lab123.

Please treat this attachment as confidential.

Regards,

Matthew C T Samuel
Junior Analyst
Barron Partners LP
730 Fifth Avenue, 25th Floor
New York, NY 10019
tel: 212-359-0205
fax: 212-359-0222
mcs@barronpartners.com
www.barronpartners.com

From: hammer [mailto:hammer@ncptrs.com]
Sent: Tuesday, June 27, 2006 9:46 AM
To: Mark Jensen; abw@barronpartners.com
Cc: mcs@barronpartners.com
Subject: country south (aka national diabetes product retailer)

as requested, the om.

Paul C. Hammer
Managing Partner
Navigator Capital Group
hammer@ncptrs.com
o: 703-740-3635

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-----Original Message-----

9/19/2007

From: Mark Jensen [mailto:mcj@barronpartners.com]
Sent: Sunday, June 25, 2006 6:22 PM
To: hammer@ncptrs.com; abw@barronpartners.com
Cc: mcs@barronpartners.com
Subject: RE: national diabetes product retailer

Can you get me more info

From: hammer [mailto:hammer@ncptrs.com]
Sent: Wednesday, June 21, 2006 7:12 PM
To: Mark Jensen; abw@barronpartners.com
Cc: mcs@barronpartners.com
Subject: national diabetes product retailer

rev/ebitda of 3.4/.942

This is a NATIONAL, direct-to-consumer diabetes product retailer. The company's owners currently spend less than 20 hours per week managing the business – the business is on "auto-pilot" allowing for tremendous growth potential with new and motivated ownership.

HIGHLIGHTS:

- \$3.4 MM annual revenues
- Extraordinary Growth Potential with little effort
- 5,400 patients/ customers and growing on National basis
 - Company offers excellent consultative services
 - 10 full time employees
 - 90 % of transactions Medicare paid
- Obtains patients through national cable advertising
- Company acquisition cost/ customer continues to drop
 - Owner leases space to Company

small, but possible add on to chinamed, or another of your port co's.

Paul C. Hammer
 Managing Partner
 Navigator Capital Group
hammer@ncptrs.com
 o: 703-740-3635

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-----Original Message-----

From: hammer [mailto:hammer@ncptrs.com]
Sent: Wednesday, June 21, 2006 6:02 PM
To: mcj@barronpartners.com; abw@barronpartners.com
Cc: mcs@barronpartners.com
Subject: telecom field service provider

rev/ebitda of 10.7/1.1

9/19/2007

A tele-communications equipment installation and service business serving the tele-communications / cellular industry. Company provides regional service in the southeast to national accounts. Skilled force of technicians engaged in the installation and service of tele-communications equipment. Company has a proven and experienced management team. Staff has been serving the tele-communications market for nearly a decade. Market area includes Georgia and surrounding states. The company's "concept to completion" capabilities distinguish this business from its competitors. Blue ribbon group of customers providing repeat business

mgmt wants to stay

could be a good op to merge with one of the tower co's that i showed you

Paul C. Hammer
Managing Partner
Navigator Capital Group
hammer@ncpts.com
o: 703-740-3635

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Catherine Rivera

From: Robert Trumpy [rtrumpy@ebiosafe.com]
Sent: Tuesday, July 25, 2006 12:51 PM
To: Matt Samuel
Subject: FW: Lab123, Inc. Preferred Stock and Warrant Financing

I know you are Canada but if there is any way to move the documents along it would be appreciated. Thanks.

Rob Trumpy, CPA
SVP and CFO
BioSafe Medical Technologies, Inc.
100 Field Drive, Suite 240
Lake Forest, IL 60045
Work: 847-234-8111
Fax: 847-234-8222
rtrumpy@ebiosafe.com

From: Jay Well [mailto:jaywell@optonline.net]
Sent: Monday, July 24, 2006 9:53 PM
To: Henry Warner; Robert Trumpy
Subject: FW: Lab123, Inc. Preferred Stock and Warrant Financing

FYI

-----Original Message-----

From: Matt Samuel [mailto:mcs@barronpartners.com]
Sent: Monday, July 24, 2006 8:46 PM
To: Jay Well
Subject: RE: Lab123, Inc. Preferred Stock and Warrant Financing

Jay,

Sorry, had to fly to Toronto last minute. I promise I will send you our updated draft of the documents first chance I get. Once again, I apologize for the inconvenience.

Matthew C T Samuel
Junior Analyst
Barron Partners LP
730 Fifth Avenue, 25th Floor
New York, NY 10019
tel: 212-359-0205
fax: 212-359-0222
mcs@barronpartners.com
www.barronpartners.com

From: Jay Well [mailto:jwell@golawintl.com]
Sent: Friday, July 21, 2006 12:07 PM
To: mcs@barronpartners.com
Cc: hwarner@ebiosafe.com; rtrumpy@ebiosafe.com; Darren L. Ofsink
Subject: Lab123, Inc. Preferred Stock and Warrant Financing

Mr. Samuels:

As you know, we represent Lab123, Inc.

9/7/2007

PL 00149

After consulting with Hank Warner, we have attached our comments on the first drafts of the Transaction Documents you provided to Hank. Our comments on Warrant B are the same as Warrant A so we have not attached Warrant B.

My understanding is that you have agreed that an escrow agent to help close the transaction will not be necessary and we therefore eliminated that concept from the documents.

Please have your counsel contact us regarding our comments or to obtain any other information that may be needed so that we can expedite the signing of the stock purchase agreement.

Very truly yours,

Jay Weil, Esq.
GUZOV OFSINK, LLC
600 Madison Avenue, 14th Floor
New York, New York 10022
Telephone 212-371-8008, ext. 104
Facsimile 212-688-7273
jweil@golawintl.com
www.golawintl.com

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PL 00150